FORM D.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 RECEIVED AUG 2 1 2006

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D **SECTION 4(6), AND/OR** UNIFORM LIMITED OFFERING EXEMPTION OMB APPROVAL

OMB Number:

Expires:

Estimated average burden hours per form



Name of Offering (check if this is an amendment and name has changed, and indicate change.)
Pet Project Partners, LLC - Units of Limited Liability Interests (Round I)
Filing Under (Check box(es) that apply): \Box Rule 504 \Box Rule 505 \underline{X} Rule 506 \Box Section 4(6) \Box ULOE
Type of Filing: X New Filing
A. BASIC IDENTIFICATION DATA
1. Enter the information requested about the issuer
Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)
Pet Project Partners, LLC
Address of Executive Offices (Number and Street, City, State, Zip Code Telephone Number (Including Area Code) 6540 Sunset Boulevard, Hollywood, California 90028 (323) 460-2390
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)(if different from
Executive Offices)
6540 Sunset Boulevard, Hollywood, California 90028 /
Brief Description of Business
Produce a full length motion picture
Type of Business Organization
□ corporation □ limited partnership, already formed X other (please specify) □ business trust □ limited partnership, to be formed I limited liability company □ □ S
□ business trust □ limited partnership, to be formed
Actual or Estimated Date of Incorporation or Organization: 10 05 X Actual
CN for Canada: FN for other foreign jurisdiction)
SENANCIA SENANCIA
Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seg.
or 15 U.S.C. 77d(6).
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, NW, Washington, D.C. 20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.
Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.
Filing Fee: There is no federal filing fee.
State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed. ATTENTION
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the
appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the
filing of a federal notice.

		A. BASIC IDEN	<u> 11 </u>	ICATION DATA	<u>A. </u>			
 Each beneficial owners securities of the issue 	e issuer, if the is er having the poer: er and director o	ssuer has been organized by the source of corporate issuers and	e, oi	r direct the vote or d	lisp	osition of, 10%		ore of a class of equity partnership issuers; and
Check Box(es) that Apply:	□ Promoter	X Beneficial Owner	. 0	Executive Officer		Director	Х	General and/or Managing Partner
Full Name (Last name first,	if individual)							
<u>Clear Vision Media Produ</u>								
Business or Residence Addr		• • •	Zip	Code)				
6540 Sunset Boulevard, Ho								
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	X	Executive Officer of Manager	X 	Director of Manager		General and/or Managing Partner
Full Name (Last name first,	if individual)							
Wegman, Melissa						· · · · · · · · · · · · · · · · · · ·		
Business or Residence Addr	ess (Number a	and Street, City, State,	Zip	Code)				
5540 Sunset Boulevard, Ho	ollywood, Cali	fornia 90028						·····
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X	Executive Officer		Director		General and/or
				of Manager		of Manager		Managing Partner
Full Name (Last name first,	if individual)							
Greewald, Mitchell								
Business or Residence Addr	ess (Number a	and Street, City, State,	Zip	Code)				
6540 Sunset Boulevard, Ho	ollywood, Cali	fornia 90028						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	X	Executive Officer of Manager	5	Director of Manager		General and/or Managing Partner
Full Name (Last name first,	if individual)							
Lane Greenwald, Leesanne	e							
Business or Residence Addr	ess (Number a	and Street, City, State,	Zip	Code)				
5540 Sunset Boulevard, Ho	ollywood, Cali	fornia 90028						
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Executive Officer of Manager		Director of Manager		General and/or Managing Partner
Full Name (Last name first,	if individual)							
Business or Residence Addr	ess (Number a	and Street, City, State,	Zip	Code)				
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	0	Executive Officer of Manager		Director of Manager		General and/or Managing Partner
Full Name (Last name first,	if individual)							
Business or Residence Addr	ess (Number a	and Street, City, State,	Zip	Code)		·		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		Executive Officer of Manager		Director of Manager		General and/or Managing Partner
Full Name (Last name first,	if individual)							
Business or Residence Addr	ess (Number a	and Street, City, State,	Zip	Code)		·		
	(Lise blank she	et or conv and use ad	ditio	anal conies of this s	hee	t as necessary)		

					B. INFO	RMATIO	ON ABOU	J T OFF I	ERING		-		
4				Ansv	ver also ii	n Append	x, Colum	n 2, if fili	ng under	ULOE.	*************		Yes No \underline{X} \Box \$ 30,000* of exceptions.
													Yes No
3. Does	the offer	ing perm	it joint ov	vnership	of a singl	e unit?					***************************************		<u>X</u>
remu perso than	neration on or ager	for solicit it of a bro	ation of p ker or dea	urchaser aler regis	s in conne tered with	ection with the SEC:	n sales of s and/or wit	ecurities h a state c	in the offe or states, l	ering. If a	a person t me of the	o be listed broker or	ssion or similar is an associated dealer. If more r that broker or
Full Nar	ne (Last	name first	t, if indivi	idual)									
	N /A												
Business	s or Resid	lence Ado	dress (Nu	ımber an	d Street, (City, State	, Zip Cod	e)					
Name of	Associa	ted Broke	er or Deal	er		·				·	_		
States in	Which F	Person Lis	sted has S	Solicited	or Intends	s to Solici	t Purchase	• • • • • • • • • • • • • • • • • • • •					
(Che	ck "All S	tates" or	check ind	lividual S	tates			•••••					
[AL] [IL]	[AK] [IN]	[AZ] [IA]	[AR] [KS]	[CA] [KY]	[CO] [LA]	[CT] [ME]	[DE] [MD]	[DC] [MA]	[FL] [MI]	[GA] [MN]	[HI] [MS]	[ID] [MO]	
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	
			t, if indivi										
	(,	·)		•							
Business	s or Resid	lence Ado	dress (Nu	ımber an	d Street,	City, State	e, Zip Cod	e)			_		
Name of	Associa	ted Broke	er or Deal	er									
							t Purchase			<u> </u>			
	ck "All S [AK]	tates" or (check ind [AR]	lividual S [CA]	tates	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	All States
[IL] [MT]	[IN] [NE]	[IA] [NV]	[KS] [NH]	[KY]	[LA] [NM]	[ME] [NY]	[MD]	[MA] [ND]	[MI]	[MN]	[MS]	[MO]	
[RI]	[SC]	[SD]	[TN]	[NJ] [TX]	[UT]	[VT]	[NC] [VA]	[WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]	
Full Nar	ne (Last	name first	t, if indiv	idual)		***************************************					_		

Business	s or Resid	lence Ado	dress (Ni	ımber an	d Street, (City, State	e, Zip Cod	e)					
Name of	Associa	ted Broke	er or Deal	er							•		
						s to Solici	t Purchase	es					
[AL]		tates" or e	check ind [AR]	lividual S [CA]	tates [CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	All States
[IL] [MT] [RI]	[IN] [NE] [SC]	[IA] [NV] [SD]	[KS] [NH] [TN]	[KY] [NJ] [TX]	[LA] [NM] [UT]	[ME] [NY] [VT]	[MD] [NC] [VA]	[MA] [ND] [WA]	[MI] [OH] [WV]	[MN] [OK] [WI]	[MS] [OR] [WY]	[MO] [PA] [PR]	

(use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "O" if answer is "none" or "zero." If the transaction is an exchange offering, check this box □ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Aggregate Amount Already Type of Security Offering Price Sold -0-Deht <u>\$ -0-</u> -0-Equity □ Common □ Preferred Partnership Interests \$ - 0 --0limited liability interests ____)\$ _ 5,970,000 2,230,000 Other (Specify_ Total \$ 5,970,000* 2,230,000 *Plus a \$240,000 greenshoe. Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero Number of Aggregate Dollar Investors Amount of Purchases Accredited Investors \$ 1,972,500 Total (for filings under Rule 504 only) * Includes two foreign investors who purchased \$330,000 of units of limited liability interests and are not reflected in the Appendix. Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question Type of Dollar Amount Type of Offering Security Sold Rule 505 - 0 -Regulation A Rule 504 - 0-- 0 -Total - 0 -

a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees. <u>\$ -0-</u> \$ 20,000х Legal Fees \$ 30,000X Accounting Fees 5,000 **Engineering Fees** - 0 -Sales Commissions (specify finders' fees separately) \$ -0-Other Expenses (identify) referral and marketing costs X \$1,019,600 TotalХ \$1,074,600

	and total expenses furnished in response	regate offering price given in response to Part C - Question I e to Part C - Question 4.a. This difference suer		\$ 4,895,400
5.	each of the purposes shown. If the amo	d gross proceeds to the issuer used or proposed to be used for bunt for any purpose is not known, furnish an estimate and e. The total of the payments listed must equal the adjusted response to Part C - Question 4.b above.		
	Salaries and fees	<u>X</u>	\$_291,00	00 \$0
	Purchase of real estate	[\$ <u>-0-</u>	□ \$ <u>-0-</u>
	Purchase, rental or leasing and in	nstallation of machinery and equipment	\$ <u>-0-</u>	□ \$ <u>-0-</u>
	Construction or leasing of plant	buildings and facilities	\$ <u>-0-</u>	□ \$ <u>-0-</u>
	offering that may be used in exc	(including the value of securities involved in this hange for the assets of securities of another	\$ <u>-0-</u>	□ \$ <u>-0-</u>
	Repayment of indebtedness		\$ -0-	·
	Working capital		\$ <u>-0-</u>	<u>X</u> \$ 795,400
	Other (specify): Above the Lir	ne CostsX	\$	<u>X</u> \$ 1,443,675
	Below the Lir	ne Productions Costs	\$ <u>-0-</u>	X \$ 952,700
	Below the Lin	ne Post Production Costs	\$ <u>-0-</u>	X \$ 971,625
	Below the Lin	ne Other	\$ <u>-0-</u>	<u>X</u> \$ <u>732,000</u>
	Column Totals	Σ	\$ <u>-0-</u>	X \$ 2,354,618
	Total Payments Listed (column t	totals added).		<u>X</u> \$ <u>4,895,400</u>
_		D. FEDERAL SIGNATURE		
sig	nature constitutes an undertaking by th	be signed by the undersigned duly authorized person. If the issuer to furnish to the U.S. Securities and Exchange (or non-accredited investor pursuant to paragraph (b) (2) or non-accredited investor pursuant to paragraph (b) (c) or non-accredited (c)	Commissio	n, upon written request of its staff, th
I	ssuer (Print or Type)	Stepature		Date
]	Pet Project Partners, LLC	Thelesa My		August 16, 2006
N	lame of Signer (Print or Type)	Title of Signer (Print or Type)		
7	Melissa Wegman	Chief Executive Officer of Manag	er	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS.

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STA	TE SIGNATURE	
	·	

 $\square \quad \underline{X}$

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date August 16, 2006
Pet Project Partners, LLC	The Issa/ Mez	August 10, 2000
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
Melissa Wegman	Chief Executive Officer of Manager	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

' 1	2		3	4			7 <u></u>	5 Disqualif	ication
	Intend to to non-ad investors (Part B-I	credited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of invest amount purch (Part C-Item 2	ased in State	under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item I			
State	Yes	No	Units of Limited Liability Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK	X			1	\$15,000	0	0		X
AZ	X			5	\$165,000	1	\$15,000		X
AR									
CA	X			4	\$110,000	2	\$90,000		X
СО									
CT	X			0	0	1	\$15,000		X
DE									
DC	X			1	\$15,000	0	0		X
FL	X			4	\$100,000	0	0		Х
GA	X			3	\$82,500	0	0		X
HI	X			2	\$90,000	1	\$30,000		Х
ID									
IL	Х			3	\$60,000	0	0		X
IN	X			1	\$30,000	0	0		X
IA	X			6	\$120,000	0	0		X
KS				2	\$75,000				1
KY	X			1	\$60,000	0	0		Х
LA									
ME									
MD	X			. 1	\$60,000	0	0		Х
MA									
MI	X			1	\$30,000	0	0		Х
MN	X			3	\$60,000	0	0		X
MS									
МО									
MT									
NE									

1	Intend to to non-ac investors (Part B-I	ccredited in State	Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of invest amount purcha (Part C-Item 2)	sed in State			5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item I		
State	Yes	No	Units of Limited Liability Interests	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No	
NV	X			1	\$60,000	0	0		Х	
NH	X			1	\$15,000	0	0		Х	
NJ	X			1	\$30,000	0	0		X	
NM	X			1	\$30,000	0	0		Х	
NY	X			1	\$30,000	0	0		X	
NC	X			2	\$90,000	0	0		X	
ND										
ОН	X			2	\$45,000	1	\$60,000		Х	
OK										
OR										
PA	X			1	\$30,000	0	0		X	
RI										
SC										
SD										
TN										
TX	X			1	\$30,000	1	\$10,000		Х	
UT										
VT										
VA	X			2	\$105,000	0	0		X	
WA	X			1	\$60,000	2	\$37,500		X	
WV										
WI										
WY	X			2	\$45,000	0	0		X	
PR										